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Data/Ora Ricezione : 09 Marzo 2021 18:13:12  
Data/Ora Inizio : 09 Marzo 2021 18:13:13  
Diffusione presunta  
Oggetto : 2021 Shareholders' Ordinary and  
Extraordinary Annual General Meeting -  
Notice of Call

*Testo del comunicato*

Vedi allegato.



**Salvatore Ferragamo S.p.A.**  
Registered office: Via Tornabuoni, 2, Florence, Italy  
Share capital: Euro 16,879,000.00, fully paid-in  
Tax code, VAT Code and Company Register of Florence No. 02175200480  
Florence REA (Economic and Administrative Index) No. 464724  
Website [www.ferragamo.com](http://www.ferragamo.com)

**NOTICE OF CALL SHAREHOLDERS' ORDINARY AND EXTRAORDINARY ANNUAL  
GENERAL MEETING**

Notice is hereby given to Shareholders of the Ordinary and Extraordinary Annual General Meeting, convened at the office of Notary Dr. Francesco Steidl, Via Giambologna, 4, 50132, Florence, on 22 April 2021, at 9.00 a.m., in single call, to discuss and approve the following:

**Agenda**

**Ordinary session**

- 1) Financial Statements of Salvatore Ferragamo S.p.A. as of December 31, 2020, accompanied by the Directors' Report on Operations for the year 2020 including the consolidated statement containing non-financial information pursuant to Legislative Decree No. 254 of December 30, 2016 relating to the year 2020, the Report of the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements as of December 31, 2020. Related and consequent resolutions.
- 2) Report on remuneration policy and fees paid:
  - 2.1 resolutions regarding the Company's remuneration policy referred to the first section of the report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree no. 58 of 24 February 1998;
  - 2.2 resolutions relating to the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998.
- 3) Determination of the number of members of the Board of Directors.
- 4) Determination of Directors' term of office.
- 5) Appointment of Directors.
- 6) Determination of the remuneration due to the members of the Board of Directors.
- 7) Authorization for stock buyback and disposal pursuant to article 2357 of the Italian Civil Code, and subsequent modifications, as well as to the article 132 of the Legislative Decree no. 58 of

February 24, 1998 and to the article 144-bis of Consob Regulation adopted by resolution no. 11971/1999 and subsequent modifications, upon revocation of the authorization granted by the Annual General Meeting held on May 8, 2020 in relation to the part not executed. Related and consequent resolutions.

### **Extraordinary session**

- 1) Proposal to amend Article 6 of the Articles of Association concerning the vote increase. Related and consequent resolutions.

In order to minimize the risks associated with the extension of the Covid-19 health emergency, the Company has decided to avail itself of the faculty set forth in Article 106, paragraph 4, of the Law Decree No.18/2020, converted with amendments into the Law of April 24, 2020 and whose application was last extended by Law Decree No. 183 of December 31, 2020, converted with amendments into the Law No. 21 of February 26, 2021 (the "**Decree**"), and to decide, therefore, that the intervention of shareholders at the Shareholders' Meeting shall take place **exclusively through the representative designated** pursuant to Article 135-undecies of Legislative Decree no. 58 of February 24, 1998, as amended and supplemented (the "**Consolidated Law on Finance**"), without any physical participation by the shareholders, according to the modalities indicated below.

In view of the limitations that may arise due to health reasons, the intervention in the Meeting of entitled persons other than those who have the right to vote (the members of the corporate Bodies, the appointed Secretary and the Designated Representative), may also take place by means of telecommunications that ensure their identification, not being necessary for the Chairman of the Meeting and the person in charge of drawing up the minute (secretary or notary) to be in the same place. The instructions for taking part in the Shareholders' Meeting shall be notified by the Company to the above-mentioned persons.

The Company reserves the right to integrate and/or modify the content of this notice, should it become necessary as a result of the evolution of the current emergency situation due to Covid 19.

Any amendments and/or additions to the information contained in this notice of call will be promptly made available through the Company's website and the other means provided for by current legislation.

\* \* \*

### **Information on the share capital**

As of the date of this notice of call, pursuant to article 5 of the Articles of Association, the share capital

amounts to Euro 16,879,000.00, divided into 168,790,000 ordinary shares with a par value of Euro 0.10 each. No shares other than ordinary shares have been issued. The shares are indivisible. As an exception to the general rule according to which each share gives the right to one vote, pursuant to art. 6 of the Articles of Association, in compliance with art. 127-quinquies of the Consolidated Law on Finance, each share gives the right to a double vote (i.e. two votes for each share) if the conditions provided for by the said provision of the Articles of Association are satisfied. As of today's date, the number of shares with right to the increase is equal to 109,556,720 for a total of 278,346,720 voting rights. As of today's date, the Company holds 150,000 treasury shares, equal to 0.09% of the share capital, for which voting rights are suspended in accordance with the law. These shares are taken into account for the due constitution of the Shareholders' Meeting, but not for the calculation of the majority required for the approval of the resolutions in the agenda.

### **Participation in the Meeting**

Pursuant to art. 83-sexies of the Consolidated Law on Finance and art. 13 of the Articles of Association, the legitimacy to attend the Meeting and exercise the voting right - which may only be exercised through a designated representative pursuant to art. 106, paragraph 4 of the Decree - is certified by a communication to the Company made by the intermediary authorised to keep accounts pursuant to the law, certifying the ownership of the Shares on the basis of the evidences of its accounting records relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting in single call, i.e. **April 13, 2021** (*record date*). The credit and debit registrations made on the accounts after this date are not relevant for the purpose of entitling the exercise of the right to vote in the Meeting. Those who hold shares only after the record date are not entitled to attend and vote at the Shareholders' Meeting.

The communication from the intermediary must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting in single call, i.e. by the **April 19, 2021**. The entitlement to attend and vote remains valid in case the communications are received by the Company after the above-mentioned deadline, provided that they are received before the beginning of the Meeting.

The participation in the Meeting of entitled persons other than those who have the right to vote, in consideration of the limitations that may arise due to health needs, may also (or exclusively) take place by means of telecommunication, according to the modalities individually communicated to them, in compliance with the regulatory provisions applicable for this eventuality. The instructions for taking part in the Meeting by audio/telecommunication means shall be notified by the Company to the said persons.

### **Participation in the meeting by proxy to the designated representative**

According to art. 106 of the Decree, the participation to the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the Company for Trust Administrations "SPAFID" S.p.A. - with registered office in Milan ("**Spafid**") - the shareholders' representative appointed by the Company pursuant to art. 135-undecies of the Consolidated Law on Finance (the "**Designated Representative**").

The proxy can be granted, without any charge for the delegating party (except for any shipping costs), with voting instructions on all or some of the proposals in the agenda.

The proxy form to the Designated Representative and the related instructions are available on the Company's website <https://group.ferragamo.com>, Governance/Shareholders' Meeting section, as well as at Salvatore Ferragamo S.p.A. - Corporate Affairs Office, Via Mercalli 205 - 207, 50019, Osmannoro, Sesto Fiorentino (FI).

The proxy, together with the voting instructions, must be received by the Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **April 20, 2021**), together with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal entity, of the pro-tempore legal representative or of another party with appropriate powers, together with documentation suitable to confirm their qualification and powers, by one of the following alternative modalities: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy for Salvatore Ferragamo 2021 Shareholders' Meeting") from her/his/its own certified e-mail box (or, failing that, from his/its own ordinary e-mail box; in this case, the proxy with the voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Spafid S.p.A., Foro Buonaparte no. 10, 20121 Milan (subject "Proxy for Salvatore Ferragamo 2021 Shareholders' Meeting").

Meeting"), by anticipating an electronic copy (PDF) by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy for Salvatore Ferragamo 2021 Shareholders' Meeting").

The proxy and voting instructions are revocable by the end of the second trading day prior to the date of the Meeting (i.e., by **April 20, 2021**) according to the modalities indicated above.

The shares for which the proxy has been given, even partially, are considered for the purpose of duly constitution of the Meeting. The proxy has no effect with regard to the proposals for which no voting instructions have been given.

According to the Decree, as an exception to art. 135-undecies, paragraph 4 of the Consolidated Law on Finance, those who do intend to not use the intervention procedure set out in art. 135-undecies of the Consolidated Law on Finance, may alternatively intervene only by granting to the Designated Representative a proxy or sub-delegation pursuant to art. 135-novies of the Consolidated Law on Finance, containing voting instructions on all or some of the proposals in the agenda, by using the ordinary proxy/sub-delegation form, available on the Company's website at <https://group.ferragamo.com>, Governance/Shareholders' Meeting section.

The aforementioned proxies/sub-delegations, together with the voting instructions, must be received, together with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal entity, of the pro-tempore legal representative or of another party with appropriate powers, together with documentation proving the delegating party's qualification and powers, no later than 6.00 p.m. of the day prior to the date of the Shareholders' Meeting (and in any event no later than the beginning of the Meeting), by one of the following alternative modalities: (i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy for Salvatore Ferragamo 2021 Shareholders' Meeting") from her/his/its own certified email address (or, failing that, from her/his/its own ordinary email address, in which case the proxy with the voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Spafid S.p.A., Foro Buonaparte no. 10, 20121 Milan (subject "Proxy for Salvatore Ferragamo 2021 Shareholders' Meeting"), by anticipating an electronic copy (PDF) by ordinary email to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy for Salvatore Ferragamo 2021 Shareholders' Meeting").

Within the same terms and with the same modalities, the proxy and the voting instructions are revocable.

For any clarification concerning the granting of proxy to the Designated Representative (and in particular concerning the filling in of the proxy form and the Voting Instructions and their transmission), it is possible to contact Spafid by e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following number (+39) 0280687.335 - 0280687.319 (on working days from 9:00 a.m. to 5:00 p.m.).

No postal or electronic voting procedures are envisaged for this Meeting.

The Company reserves the right to integrate and/or modify the above instructions in consideration of intervening needs following the current situation of epidemiological emergency due to COVID-19 and its currently unforeseeable evolution.

### **Right to make questions before the Shareholders' Meeting**

Pursuant to article 127-ter of the Consolidated Law on Finance, Shareholders have the right to make questions on the items on the agenda by the seventh trading day prior to the Shareholders' Meeting, i.e. April 13, 2021, to be sent by registered letter with return receipt to Salvatore Ferragamo S.p.A. - Corporate Affairs Office, Via Mercalli 205 - 207, 50019, Osmannoro, Sesto Fiorentino (FI) or by certified e-mail to [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it). The exercise of the right shall be considered as validly carried out only if accompanied by the intermediary's certification proving the shareholder's status, unless the Company has already received the intermediary's communication required to attend the Meeting. The ownership of the voting right can be certified also after the sending of the questions, provided that it is certified within the third day following the seventh trading day prior to the Shareholders' Meeting, i.e. on April 16, 2021. Questions received prior to the Shareholders' Meeting within the above deadline, after having verified their pertinence and the applicant's entitlement, will be answered within two days before the Shareholders' Meeting (i.e. on April 20, 2021) also by publication on the Company's website <https://group.ferragamo.com>, Governance/Shareholders' Meeting section. The Company may provide an unitary answer to questions having the same content.

It is required to expressly indicate the item on the agenda to which the individual questions make reference. The Company will not take into consideration questions received which are not strictly pertinent to the items on the agenda of the Shareholders' Meeting.

It is also clarified that, pursuant to the aforesaid art. 127-ter of the Consolidated Law on Finance, no answer is due, not even during the Meeting, to questions made before the same Meeting, when information requested is already available in a "question and answer" format on a dedicated area that may be prepared and available for consultation on the Company's website or when the answer has been published on the same website.

**Right to integrate the Agenda and to submit new resolution proposals pursuant to art. 126-bis, paragraph 1, first period, of the Consolidated Law on Finance**

Pursuant to art. 126-bis of the Consolidated Law on Finance and art. 12 of the Articles of Association, the persons entitled to vote who represent, also jointly, at least one fortieth of the share capital may request, within ten calendar days from the publication of this Notice of Call of the Shareholders' Meeting, i.e. by March 19, 2021, the integration of the items to be discussed, by indicating in the request the additional items proposed, or submit resolution proposals on items already included in the agenda of this notice of call.

The request to integrate the agenda or to submit new proposals of resolution on the items on the agenda, together with the documentation proving the ownership of the portion of share capital required above, must be submitted in writing, by indicating as reference "Integration of the agenda pursuant to art. 126-bis, paragraph 1, first period, of the Consolidated Law on Finance" and/or "Proposals of resolution pursuant to art. 126-bis, paragraph 1, first sentence, of the Consolidated Law on Finance", by registered letter with return receipt signed in original at Salvatore Ferragamo S.p.A. - Corporate Affairs Office, Via Mercalli 205 - 207, 50019, Osmannoro, Sesto Fiorentino (FI) or by certified email at [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it).

The application must be accompanied by a report stating the reasons for the resolution proposals on the new items proposed for discussion, or the reasons relating to the additional resolution proposals submitted on the items already on the agenda. The integration is not allowed for those topics on which the Meeting resolves, according to the applicable law, upon proposal of the Directors or on the basis of a project or of a report prepared by them, other than the one envisaged by art. 125-ter, paragraph 1, of the Consolidated Law on Finance.

It will be given information by the Company, with the same modalities of this Notice, of the admission by the Board of Directors of integrations or of the presentation of resolution proposals at least fifteen days before the Shareholders' Meeting. Within the same period, the report of the requesting or proposing shareholders, accompanied by any evaluation of the Board of Directors, will be made available to the public at the registered office, Borsa Italiana and on the Company's website <https://group.ferragamo.com>, Governance/Shareholders' Meeting section.

**Presentation of new resolution proposals pursuant to art. 126-bis, paragraph 1, penultimate period, of the Consolidated Law on Finance**

Considering that the Company decided to avail itself of the faculty provided for in art. 106, paragraph 4 of the Decree and to decide, therefore, that the intervention of the shareholders in the Shareholders' Meeting takes place exclusively through the designated representative according to art. 135-undecies of the Consolidated Law on Finance, without any physical participation by the shareholders, for the sole purpose of this Shareholders' Meeting it is envisaged that those who have the right to vote may individually submit resolution proposals to the Company on the items on the agenda - pursuant to art. 126-bis, paragraph 1, penultimate period of the Consolidated Law on Finance - by April 7, 2021.

The submission of new resolution proposals on the items on the agenda, together with the documentation suitable to prove the ownership of the share capital's portion required above, must be submitted in writing, by indicating as reference "Resolution proposals pursuant to art. 126-bis, paragraph 1, penultimate period, of the Consolidated Law on Finance", by registered letter with return receipt signed in original at Salvatore Ferragamo S.p.A. - Corporate Affairs Office, Via Mercalli 205 - 207, 50019, Osmannoro, Sesto Fiorentino (FI) or by certified email to [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it). The abovementioned proposals, formulated in a clear and complete manner, shall indicate the item on the agenda of the Meeting to which they make



reference and the text of the proposed resolutions.

The resolution proposals received by the Company within the terms and according to the modalities indicated above shall be published on the Company's website <https://group.ferragamo.com, Governance/Shareholders' Meeting section>, by April 8, 2021, so that the shareholders may take note of them to the aim of granting proxies and/or sub-delegations, with related voting instructions, to the Designated Representative.

For the purposes of the above, as well as with regard to the conduction of the Meeting, the Company reserves the right to verify the pertinence of the proposals compared to the items on the agenda, their completeness and compliance with the applicable laws, as well as the entitlement of the proposers.

In case of resolution proposals on the items on the agenda that are alternative to those formulated by the Board, the Board's proposal shall be put to the vote first (unless it is withdrawn) and, only in the case this proposal is rejected, the shareholders' proposals shall be put to the vote. Such proposals, even in the absence of a proposal by the Board, will be submitted to the Meeting starting from the proposal submitted by the shareholders who represent the higher percentage of the capital. Only if the first proposal put to the vote is rejected, the next proposal shall be put to the vote in order of represented capital.

### **Appointment of the Board of Directors**

With reference to the appointment of the Board of Directors, it is noted that, pursuant to art. 147-ter of the Consolidated Law on Finance and art. 20 of the Articles of Association, the directors are elected on the basis of lists submitted by the shareholders, in which the candidates must be listed with a progressive number.

Only those shareholders who represent - also jointly - at least 1% of the share capital are entitled to submit lists, as set out in Consob executive resolution no. 44 of January 29, 2021. Each shareholder, as well as the shareholders belonging to the same group, belonging to the same shareholders' agreement pursuant to art. 122 of the Consolidated Law on Finance, the controlling entity, the subsidiaries and those subject to joint control pursuant to art. 93 of the Consolidated Law on Finance, cannot submit or take part in the submission of more than one list, neither through a third party or a trust company, nor vote for different lists, and each candidate can be included in one list only, otherwise he/she will be ineligible.

Pursuant to art. 147-ter of the Consolidated Law on Finance and art. 20 of the Articles of Association, the lists must be filed at the Company's registered office at least 25 days prior to the date of the Shareholders' Meeting, in single call. Considering that this term expires on a public holiday (i.e. Sunday March 28, 2021), it is postponed by one day, thus expiring on March 29, 2021. Moreover, the lists must be made available to the public at the Company's registered office, on the Company's website and on the storage mechanism, and in accordance with the other modalities provided for by the applicable provisions of law and regulations, at least 21 days before the date of the Shareholders' Meeting in first call, i.e. April 1, 2021.

The ownership of the minimum shareholding required to submit lists is determined by considering the shares registered in favour of the shareholder on the day on which the same lists are filed before the Company's registered office. In order to prove the ownership of the number of shares necessary to submit the lists, the shareholders who submit or participate in the submission of lists shall have to provide the Company with a copy of the relevant certification issued by the intermediary authorised according to the law, to be sent to the Company's registered office, by the deadline for the publication of the lists, i.e. by April 1, 2021.

Together with each list, the following must be filed: a) the information concerning the identity of the shareholders who have submitted the list and the total percentage of equity held by them; b) the declarations by which each candidate accepts the nomination and declares, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of requirements envisaged by applicable laws for the appointment to the office; c) the independence declarations issued in compliance with the applicable legal and regulatory provisions; and d) the curriculum vitae of each candidate, containing detailed information about his/her personal and professional characteristics, by also indicating the other positions held as Director.

The lists and the copy of the documentation required to accompany them must be deposited by the above-mentioned deadline of March 29, 2021 at Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 205 - 207, 50019 Sesto Fiorentino (FI) or sent by e-mail to the certified e-mail address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it) together with the information that allows the identification of the person

who files the lists, by also indicating this latter's telephone number.

We hereby inform that art. 20 of the Articles of Association and art. 147-ter, paragraph 1-ter, of the Consolidated Law on Finance envisage that the composition of the Board of Directors shall ensure a balance between genders, in compliance with current legislation. In particular, at least two-fifths of the Directors shall be elected among those of the less represented gender; in case, due to the total number of members of the Board of Directors established by the Shareholders' Meeting, the number of members belonging to the less represented gender do not results as a whole number, this latter shall be rounded off to the higher unit. Shareholders who intend to submit a list for the renewal of the Board of Directors containing a number of candidates equal or higher than three are required to include in the list a number of candidates belonging to the less represented gender equal to at least two fifths of the candidates.

Lists submitted without complying with the above-mentioned provisions shall be considered as not submitted.

It is underlined that those who submit a minority list are subject to the recommendations made by Consob by means of the Communication no. DEM/9017893 of February 26, 2009.

Finally, it is noted that - pursuant to art. 20 of the Articles of Association - lists that do not obtain a percentage of votes at least equal to half of those required for the submission of same lists are not taken into account for the allocation of the Directors to be elected.

Further information concerning the appointment of the members of the Board of Directors is contained in the related Explanatory Report prepared pursuant to art. 125-ter of the Consolidated Law on Finance, to which reference should be made, which is made available to the public today at the registered office and on the Company's website <https://group.ferragamo.com>, Governance/Shareholders' Meeting section.

### **Documentation**

Information on the amount of share capital, the forms that can be used to vote by proxy as well as the Reports on items 3, 4, 5 and 6 on the agenda together with the related resolution proposals are made available to the public today at the registered office of the Company, and on the Company's website at <https://group.ferragamo.com>, Governance/Shareholders' Meeting section, which will also be stored on eMarket Storage.

The additional documentation relating to the items on the agenda provided for by applicable laws and regulations, including the annual financial report, the reports by the Board of Directors on the additional items on the agenda and the related resolution proposals will be made available to the public, in accordance with applicable law, at the Company's registered office, Via Dei Tornabuoni 2, 50123 Florence (FI) and on the Company's website <https://group.ferragamo.com>, Governance/Shareholders' Meeting section, as well as stored on eMarket Storage.

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Shareholders have the right to examine and obtain copies of all documents filed. Moreover, no hard copy of any document concerning the Shareholders' Meeting may be consulted and/or handed over at the registered office of the Company.

This notice of call is published today, in its entirety, in accordance with article 125-bis of the TUF on the Company's website (<https://group.ferragamo.com>, Investor Relations/Governance/Assembly of Shareholders Section) and at the eMarket SDIR mechanism at [www.emarketstorage.com](http://www.emarketstorage.com), as well as, in extract, in the daily newspaper Milano Finanza on March 10, 2021.

Florence, March 9, 2021

The Chairman of the Board of Directors  
Ferruccio Ferragamo



Fine Comunicato n.1220-8

Numero di Pagine: 9